

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In re:	:	Chapter 11, Subchapter V
	:	
NEW WAY MACHINE COMPONENTS, INC.	:	Case No. 24-11362(AMC)
t/a NEW WAY AIR BEARINGS,	:	
	:	
Debtor.¹	:	
	:	

**REPORT OF PLAN VOTING PREPARED IN CONNECTION WITH THE
AMENDED SMALL BUSINESS DEBTOR PLAN OF REORGANIZATION
PROPOSED BY THE DEBTOR AND DEBTOR IN POSSESSION**

KARALIS PC
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Date: October 10, 2024

¹ The last four digits of the Debtor's federal tax identification number are 9884. The Debtor's address is 50 McDonald Boulevard, Aston PA 19014.

REPORT OF PLAN VOTING

1. This is the Report of Plan Voting prepared by Karalis PC (“KPC”) for the Small Business Plan of Reorganization proposed by the Debtor and the Debtor-in-Possession dated July 18, 2024 [D.I. 91], as revised and supplemented for solicitation purposes (together with all exhibits, schedules and attachments thereto) (the “Solicitation Plan”) [D.I. 119] filed on August 23, 2024, and as revised pursuant to the Amended Small Business Debtor Plan of Reorganization Proposed by the Debtor and Debtor-in-Possession (together with all exhibits, schedules and attachments thereto) dated October 1, 2024 (the “Amended Plan”) [D.I. 138], and the redline comparison of the Amended Plan marked to the Solicitation Plan [D.I. 138-1], each filed on October 2, 2024, and together the Solicitation Plan and Amended Plan collectively referred to as the “Plan”).²

Service and Transmittal of Solicitation Packages and Tabulation Process

2. Pursuant to the Order (I) Scheduling a Hearing on Plan Confirmation and Approving the Form and Manner of Notice, (II) Approving Plan Solicitation and Voting Procedures, (III) Approving Form of Ballots, (IV) Approving Form, Manner, and Scope of Confirmation Notices, (V) Establishing Certain Deadlines in Connection with Confirmation of the Plan, and (VI) Granting Related Relief (the “Solicitation Procedures Order”) [D.I. 116], the Bankruptcy Court established procedures to solicit votes from, and tabulate Ballots submitted by, Holders of Claims entitled to vote on the Plan (the “Solicitation Procedures”). On August 26, 2024, KPC served the Solicitation Packages (including Ballot) to Holders of Claims entitled to vote on the Plan. *See*, Certificate of Service, D.I. 125.

3. The Solicitation Procedures Order established August 21, 2024 as the record date (the “Voting Record Date”) for determining which creditors are entitled to vote on the Plan.

² Each capitalized term used, but not defined herein, shall have the meaning ascribed thereto in the Amended Plan.

Pursuant to the Plan and the Solicitation Procedures Order, only Holders of Claims as of the Voting Record Date in the following Classes were entitled to vote to accept or reject the Plan (the “Voting Classes”):

Plan Class	Class Description
2	Secured Claim of PNC Bank
3	General Unsecured Claims
5	Subordinated Claims

4. In accordance with the Solicitation Procedures Order, KPC identified the Holders of Claims entitled to vote in the Voting Class as of the Voting Record Date, and distributed Solicitation Packages to these Holders. *See*, Certificate of Service, D.I. 125.

5. PNC Bank requested an extension of the Voting Deadline to allow PNC Bank and the Debtor to conclude negotiations regarding its Class 2 treatment under the Amended Plan and to obtain internal bank approval of the Class 2 treatment, which as permitted by the Solicitation Procedures, the Debtor granted prior to the Voting Deadline. *See, Art. II, Solicitation Procedures, D.I. 116 (pg. 13 of 73)*. Upon PNC Bank approval of the Class 2 treatment, the Debtor filed the Amended Plan with the Bankruptcy Court on October 2, 2024 and thereafter, PNC Bank delivered its Class 2 Ballots to KPC.

6. In accordance with the Solicitation Procedures Order, KPC received, reviewed, determined the validity of, and tabulated the Ballots submitted with respect to the Plan. Upon receipt by KPC, each Ballot was date-stamped and processed in accordance with the Solicitation Procedures Order.

7. **Tabulation Summary.** The tabulation summary of the votes cast by timely and properly completed Ballots received by KPC for the Debtor is attached hereto as **Exhibit A**.

8. **Late Ballot Excluded from Tabulation.** A class 3 creditor, Hartzell Machine Works, cast a Class 3 Ballot (General Unsecured Claim) accepting the Plan in the amount of \$20,080.00, but this Ballot was received after the Voting Deadline of September 30, 2023 at 4:00

p.m. (Eastern Time); accordingly, this Ballot was not counted.

9. **Summary of voting results for the Debtor.**

a. Class 1 (Other Priority Claims), which is unimpaired, is presumed to have accepted the Plan pursuant to §1126(f) of the Bankruptcy Code.

b. Class 2 (Secured Claim of PNC Bank), which is impaired, voted to accept the Plan.

c. Class 3 (General Unsecured Claims), which is impaired, voted to accept the Plan.

d. Class 4 (Equity Interest Holders), which is unimpaired, is presumed to have accepted the Plan pursuant to §1126(f) of the Bankruptcy Code.

e. Class 5 (Subordinated Claim), which is impaired, voted to accept the Plan.

f. All Classes of Claims (Class 1, Class 2, Class 3, and Class 5) and the Class of Interests (Class 4) have accepted the Plan.

9. Copies of the Class 2, Class 3 and Class 5 Ballots received and counted with respect to the Plan for the Debtor are attached hereto as **Exhibits B, C, and D respectively** and made a part hereof.

10. A copy of the excluded Class 3 Ballot is attached hereto as **Exhibit E**.

11. Inclusion of the Ballots in this Report of Plan Voting shall not be deemed an admission of the accuracy or validity of the claim of any creditor, nor a waiver of the right to object to any proof of claim filed in this case.

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12. The Debtor requests that this Court confirm the Plan with respect to the Debtor pursuant to 11 U.S.C. §1191(a) since all the requirements of section 1129(a) of the Bankruptcy Code are met.

Respectfully submitted,

KARALIS PC

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Dated: October 10, 2024